

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JAMES M. BURKE and BRADLEY	:	
L. GROW, as the designated Sellers'	:	
Representatives, under that certain	:	
Agreement and Plan of Reorganization and	:	
Merger by and between Eateries Holdings,	:	
LLC, Eateries, Inc., Fiesta LLC, and the	:	
members of Eateries Holdings, LLC,	:	
on the one hand, and Hestia Holdings, LLC,	:	
Eateries Merger Sub, Inc. and Fiesta	:	
Merger Sub, Inc., on the other hand,	:	
dated as of December 26, 2006,	:	
Plaintiffs,	:	
-against-	:	
HESTIA HOLDINGS, LLC, a Delaware	:	
Limited Liability Company, EATERIES, INC., a	:	
Delaware corporation and FIESTA HOLDINGS,	:	
INC., a Delaware corporation,	:	
Defendants.	:	X

**NOTICE OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

PLEASE TAKE NOTICE that pursuant to Rule 1.3(c) of the Local Rules of the
United States District Courts for the Southern and Eastern Districts of New York, Robert M.
Travisano, an associate with the law firm of Entwistle & Cappucci LLP, attorneys for Plaintiffs,
and a member in good standing of the bar of this Court, hereby moves for an order allowing the
admission pro hac vice of the following attorneys to act as counsel for Plaintiffs:

Michael R. Perri

Michael R. Perri
Phillips McFall McCaffrey
McVay and Murrah, P.C.
Corporate Tower, 13th Floor
101 North Robinson
Oklahoma City, Oklahoma 73102

DEC 26 2007

10975-636847

Telephone: (405) 235-4100
Facsimile: (405) 235-4133

Michael R. Perri is a member in good standing of the bars of the State of Oklahoma, the United States District Court for the Western and Northern Districts of Oklahoma and the District of Nebraska, and the United States Court of Appeals for the Tenth Circuit.

There are no pending disciplinary proceedings against Mr. Perri in any State or Federal Court.

Robert J. Campbell, Jr.

Robert J. Campbell, Jr.
Phillips McFall McCaffrey
McVay and Murrah, P.C.
Corporate Tower, 13th Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133

Robert J. Campbell, Jr. is a member in good standing of the bars of the State of Oklahoma, the United States District Court for the Eastern, Western and Northern Districts of Oklahoma and the District of Nebraska and the United States Court of Appeals for the Tenth Circuit.

There are no pending disciplinary proceedings against Mr. Campbell in any State or Federal Court.

Wendy P. Higgins

Wendy P. Higgins
Phillips McFall McCaffrey
McVay and Murrah, P.C.
Corporate Tower, 13th Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133

Wendy P. Higgins is a member in good standing of the bar of the State of Oklahoman and the United States District Court for the Western District of Oklahoma.

There are no pending disciplinary proceedings against Ms. Higgins in any State or Federal Court.

Dated: December 21, 2007
New York, New York

Respectfully submitted,

ENTWISTLE & CAPPUCCI LLP
Attorneys for Plaintiffs

By:



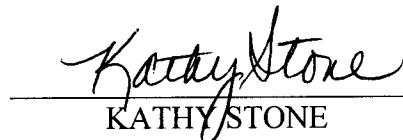
ROBERT M. TRAVISANO (RMT 3253)

280 Park Avenue, 26th Floor West
New York, New York 10017
Telephone: (212) 894-7200
Facsimile: (212) 894-7272
E-mail: rtravisano@entwistle-law.com

CERTIFICATE OF SERVICE

I, Kathy Stone, hereby certify that on December 21, 2007, I caused a copy of Notice of Motion to Admit Counsel Pro Hac Vice, Declaration of Robert M. Travisano in Support of Motion to Admit Counsel Pro Hac Vice and Order for Admission of Counsel Pro Hac Vice to be served via hand delivery upon counsel for defendants as follows:

Keara A. Bergin, Esq.
Dewey Pegno & Kramarsky LLP
The News Building
220 East 42nd Street
New York, New York 10017



KATHY STONE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JAMES M. BURKE and BRADLEY L. GROW, as the designated Sellers' Representatives, under that certain Agreement and Plan of Reorganization and Merger by and between Eateries Holdings, LLC, Eateries, Inc., Fiesta LLC, and the members of Eateries Holdings, LLC, on the one hand, and Hestia Holdings, LLC, Eateries Merger Sub, Inc. and Fiesta Merger Sub, Inc., on the other hand, dated as of December 26, 2006,	X : : : : : : : DECLARATION OF ROBERT M. TRAVISANO IN SUPPORT OF MOTION TO ADMIT COUNSEL <u>PRO HAC VICE</u>
Plaintiffs, : : : : : : : Defendants.	

ROBERT M. TRAVISANO, pursuant to 28 U.S.C. § 1746, being of full age,
hereby declares as follows:

1. I am an attorney at law duly admitted to practice before this Court and am an associate at the law firm of Entwistle & Cappucci LLP, attorneys for plaintiffs James M. Burke and Bradley L. Grow in the above-captioned matter. I am in good standing with this Court and fully familiar with the facts and circumstances set forth herein.
2. I respectfully submit this Declaration in support of Plaintiffs' motion to admit Michael R. Perri, Robert J. Campbell, Jr. and Wendy P. Higgins as counsel pro hac vice to represent them in this matter.

Michael R. Perri

3. Mr. Perri is a shareholder in the law firm of Phillips McFall McCaffrey McVay and Murrah, P.C., of Oklahoma City, Oklahoma ("Phillips McFall"). He is a member in good standing of the bars of the State of Oklahoma, the United States District Court for the Western and Northern Districts of Oklahoma and the District of Nebraska, and the United States Court of Appeals for the Tenth Circuit.

4. Attached hereto as Exhibit A are Certificates of Good Standing for Mr. Perri from each of the aforementioned bars.

Robert J. Campbell, Jr.

5. Mr. Campbell is a shareholder in the law firm of Phillips McFall. He is a member in good standing of the bars of the State of Oklahoma, the United States District Court for the Eastern, Western and Northern Districts of Oklahoma and the District of Nebraska and the United States Court of Appeals for the Tenth Circuit.

6. Attached hereto as Exhibit B are Certificates of Good Standing for Mr. Campbell from each of the aforementioned bars.

Wendy P. Higgins

7. Ms. Higgins is an associate with the law firm of Phillips McFall. She is a member in good standing of the Bar of the State of Oklahoma.

8. Attached hereto as Exhibit C is a Certificate of Good Standing for Ms. Higgins from the Bar of the State of Oklahoma and the United States District Court for the Western District of Oklahoma.

9. Along with William S. Gyves, a partner with my firm who is a member in good standing of the bar of this court, I will be associated with Messrs. Perri and Campbell and Ms. Higgins at all times in the representation of Plaintiffs in this matter.

10. I am familiar with the reputation and ability of the three candidates for pro hac vice admission and represent to the Court that they are competent and respected attorneys of high moral character, and can be expected to abide by the Court's rules, rulings and orders.

11. I am advised that there are no pending disciplinary proceedings against these three candidates in any State or Federal court.

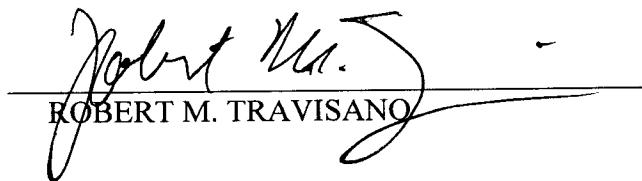
12. Furthermore, all three counsel are aware of their obligation to associate with counsel who is licensed to practice before the United States District Court for the Southern District of New York, and they will do so throughout this litigation.

13. I respectfully request that the motion to admit Messrs. Perri and Campbell and Ms. Higgins pro hac vice to represent Plaintiffs be granted.

14. A proposed order granting the admission of these three counsel pro hac vice is annexed hereto as Exhibit D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 21, 2007



ROBERT M. TRAVISANO



OKLAHOMA BAR ASSOCIATION

1901 North Lincoln Boulevard • P.O. Box 53036 • Oklahoma City, OK 73152-3036 • (405) / 416-7007
Website: www.okbar.org FAX (405) / 416-7003

DAN MURDOCK
General Counsel

JANIS HUBBARD
First Asst. General Counsel

LORAINA D. FARABOW
Asst. General Counsel

JANNA D. HALL
Asst. General Counsel

ROBERT D. HANKS
Senior Investigator

RAY PAGE
Investigator

SHARON ORTH
Investigator

DOROTHY WALOS
Investigator

C E R T I F I C A T E

STATE OF OKLAHOMA)

)

COUNTY OF OKLAHOMA)

Janis Hubbard, being duly sworn, deposes and says:

That she is the First Assistant General Counsel of the Oklahoma Bar Association, under the Rules Creating and Controlling the Oklahoma Bar Association as adopted and promulgated by the Supreme Court of the State of Oklahoma, and as such has access to the records and files showing the date of admission and the standing of all attorneys admitted to practice by the Supreme Court.

That MICHAEL ROBERT PERRI, OBA #11954, was admitted to the practice of law by the Supreme Court of Oklahoma on October 15, 1986, and is an active member in good standing of the Oklahoma Bar Association.

Janis Hubbard
First Assistant General Counsel

Subscribed and sworn to before me this 29th day of November, 2007.

NOTARY PUBLIC

My Commission Expires:

January 08, 2011

Commission Number:

07000304



CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA)
) ss.
WESTERN DISTRICT OF OKLAHOMA)

NOV 2 1957

I, Robert D. Dennis, Clerk of the United States District Court of the District of Western Oklahoma,

DO HEREBY CERTIFY That Michael R. Perri (Federal Bar #6759)
was duly admitted to practice in said Court on June 5, 1987
and is in good standing as a member of the bar of the Court.

ROBERT D. DENNIS, Clerk

Dated at Oklahoma City, Oklahoma

on November 28, 2007

By: San Nguyen
San Nguyen, Deputy Clerk

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OKLAHOMA

CERTIFICATE OF GOOD STANDING

I, Phil Lombardi, Clerk of Court, United States District Court, Northern District of Oklahoma, **DO HEREBY CERTIFY THAT** Michael R Perri was duly admitted to practice in said Court on November 24th, 1997 and is in good standing as a member of the bar of said Court.

Dated at Tulsa, Oklahoma on December 5, 2007.

Phil Lombardi,
Clerk of Court, United States District Court



By: S. MacDonald, Deputy Clerk

AO 136 (3/78)

CERTIFICATE OF GOOD STANDING

I, Denise M. Lucks, Clerk of the United States District Court for the District of Nebraska, DO HEREBY CERTIFY that Michael R. Perri was duly admitted to practice in said Court on December 5, 2006, and is in good standing in said Court.

Dated at Omaha, NE.

DENISE M. LUCKS

Clerk

on December 3, 2007.

By Dwanna Lawrence
Deputy Clerk

The seal of the United States Court of Appeals for the Tenth Circuit, featuring a central shield with a plow, a sheaf of wheat, and a sheaf of cotton, surrounded by a circular border with the text "UNITED STATES COURT OF APPEALS FOR THE TENTH CIRCUIT".

for the Tenth Circuit

I, Elisabeth A. Shumaker, Clerk of the United States Court of Appeals for the Tenth Circuit,

DO HEREBY CERTIFY that Michael R. Perri was

duly admitted to practice before this Court on February 10, 1992,

and is in good standing. There have been no disciplinary actions instituted in this court.

Dated at Denver, Colorado, on December 3, 2007.

ELISABETH A. SHUMAKER
Clerk of Court

By Debra Truett
Deputy Clerk



OKLAHOMA BAR ASSOCIATION

1901 North Lincoln Boulevard • P.O. Box 53036 • Oklahoma City, OK 73152-3036 • (405) / 416-7007
Website: www.okbar.org FAX (405) / 416-7003

DAN MURDOCK
General Counsel

JANIS HUBBARD
First Asst. General Counsel

LORAINA D. FARABOW
Asst. General Counsel

JANNA D. HALL
Asst. General Counsel

ROBERT D. HANKS
Senior Investigator

RAY PAGE
Investigator

SHARON ORTH
Investigator

DOROTHY WALOS
Investigator

C E R T I F I C A T E

STATE OF OKLAHOMA)

)

COUNTY OF OKLAHOMA)

Dan Murdock, being duly sworn, deposes and says:

That he is the General Counsel of the Oklahoma Bar Association, under the Rules Creating and Controlling the Oklahoma Bar Association as adopted and promulgated by the Supreme Court of the State of Oklahoma, and as such has access to the records and files showing the date of admission and the standing of all attorneys admitted to practice by the Supreme Court.

That ROBERT JAMES CAMPBELL JR., OBA #1451, was admitted to the practice of law by the Supreme Court of Oklahoma on October 17, 1980, and is an active member in good standing of the Oklahoma Bar Association.

A handwritten signature of Dan Murdock in black ink.

Dan Murdock, General Counsel

Subscribed and sworn to before me this 3rd day of December, 2007.

A handwritten signature of Laura M. L. Wills in black ink.

NOTARY PUBLIC

My Commission Expires:

January 8, 2011

Commission Number:

07000304



UNITED STATES DISTRICT COURT

EASTERN

DISTRICT OF

OKLAHOMA

CERTIFICATE OF
GOOD STANDING

I, William B. Guthrie, *Clerk of this Court*,

certify that Robert J. Campbell, Jr., *Bar #* 1451,

was duly admitted to practice in this Court on

June 12, 2001, *and is in good standing*
DATE

as a member of the Bar of this Court.

Dated at Muskogee *on* December 4, 2007 .
LOCATION *DATE*

William B. Guthrie
CLERK


Jeannine Brown
DEPUTY CLERK

CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA)
)
) ss.
WESTERN DISTRICT OF OKLAHOMA)

I, *Robert D. Dennis*, Clerk of the United States District Court of the District of Western Oklahoma,

DO HEREBY CERTIFY That Robert J. Campbell (Federal Bar # 5294)

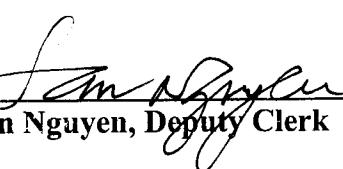
was duly admitted to practice in said Court on December 15, 1983

and is in good standing as a member of the bar of the Court.

ROBERT D. DENNIS, Clerk

Dated at Oklahoma City, Oklahoma

on December 5, 2007

By: 
San Nguyen, Deputy Clerk

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OKLAHOMA

CERTIFICATE OF GOOD STANDING

I, Phil Lombardi, Clerk of Court, United States District Court, Northern District of Oklahoma, **DO HEREBY CERTIFY THAT** Robert J Campbell was duly admitted to practice in said Court on February 05th, 1998 and is in good standing as a member of the bar of said Court.

Dated at Tulsa, Oklahoma on December 5, 2007.

Phil Lombardi,
Clerk of Court, United States District Court



By: S. MacDonald, Deputy Clerk

AO 136 (3/78)

CERTIFICATE OF GOOD STANDING

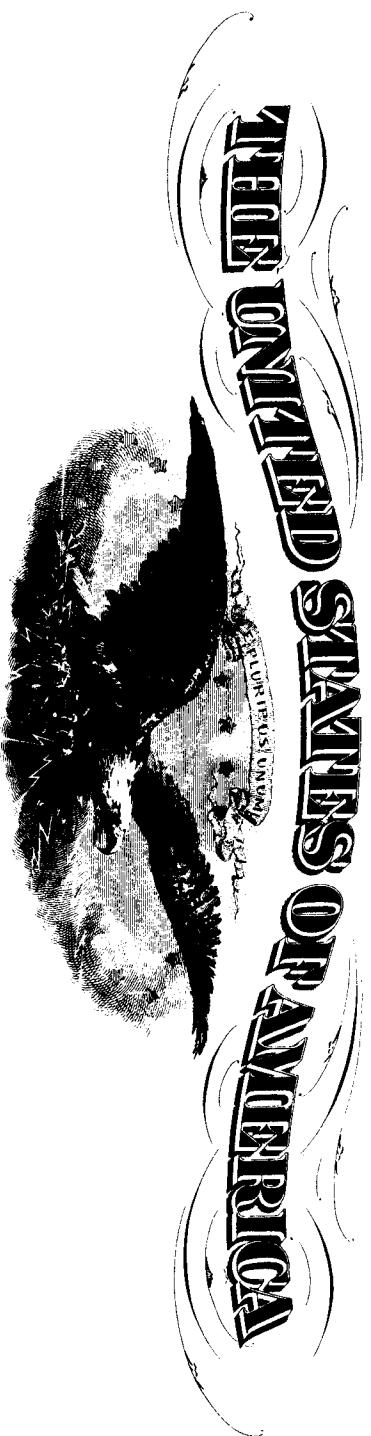
I, Denise M. Lucks, Clerk of the United States District Court for the District of Nebraska, DO HEREBY CERTIFY that Robert J. Campbell, Jr. was duly admitted to practice in said Court on December 5, 2006, and is in good standing in said Court.

Dated at Omaha, NE.
on December 5, 2007

DENISE M. LUCKS

Clerk

By Deborah Donald Deputy Clerk



for the Tenth Circuit

I, Elisabeth A. Shumaker, Clerk of the United States Court of Appeals for the Tenth Circuit,

DO HEREBY CERTIFY that Robert J. Campbell, Jr. was

duly admitted to practice before this Court on May 13, 1983,

and is in good standing. There have been no disciplinary actions instituted in this court.

Dated at Denver, Colorado, on December 4, 2007.

ELISABETH A. SHUMAKER
Clerk of Court

By Debra Shumaker
Deputy Clerk



OKLAHOMA BAR ASSOCIATION

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RAY PAGE
Investigator

SHARON ORTH
Investigator

DOROTHY WALOS
Investigator

C E R T I F I C A T E

STATE OF OKLAHOMA)

)

COUNTY OF OKLAHOMA)

Dan Murdock, being duly sworn, deposes and says:

That he is the General Counsel of the Oklahoma Bar Association, under the Rules Creating and Controlling the Oklahoma Bar Association as adopted and promulgated by the Supreme Court of the State of Oklahoma, and as such has access to the records and files showing the date of admission and the standing of all attorneys admitted to practice by the Supreme Court.

That WENDY POOLE HIGGINS, OBA #21697, was admitted to the practice of law by the Supreme Court of Oklahoma on September 27, 2007, and is an active member in good standing of the Oklahoma Bar Association.

Dan Murdock, General Counsel

Subscribed and sworn to before me this 3rd day of December, 2007.

Laura M. L. Wills
NOTARY PUBLIC

My Commission Expires:

January 8, 2011

Commission Number:

07000304



CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA)
)
WESTERN DISTRICT OF OKLAHOMA) ss.
)

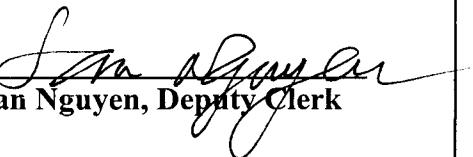
I, *Robert D. Dennis*, Clerk of the United States District Court of the District of Western Oklahoma,

DO HEREBY CERTIFY That Wendy P. Higgins (Federal Bar #07-195)
was duly admitted to practice in said Court on November 1, 2007
and is in good standing as a member of the bar of the Court.

ROBERT D. DENNIS, Clerk

Dated at Oklahoma City, Oklahoma

on December 5, 2007

By: 
San Nguyen, Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X
JAMES M. BURKE and BRADLEY	:
L. GROW, as the designated Sellers'	:
Representatives, under that certain	:
Agreement and Plan of Reorganization and	:
Merger by and between Eateries Holdings,	:
LLC, Eateries, Inc., Fiesta LLC, and the	:
members of Eateries Holdings, LLC,	:
on the one hand, and Hestia Holdings, LLC,	:
Eateries Merger Sub, Inc. and Fiesta	:
Merger Sub, Inc., on the other hand,	:
dated as of December 26, 2006,	:
Plaintiffs,	:
-against-	:
HESTIA HOLDINGS, LLC, a Delaware	:
Limited Liability Company, EATERIES, INC., a	:
Delaware corporation and FIESTA HOLDINGS,	:
INC., a Delaware corporation,	:
Defendants.	:

X

THIS MATTER having been brought before the Court upon the application of Robert M. Travisano, Esq. of Entwistle & Cappucci LLP, attorneys for plaintiffs James M. Burke and Bradley L. Grow in the above-captioned matter, for an order pursuant to Local Rule 1.3(c) admitting certain counsel pro hac vice.

IT IS HEREBY ORDERED that:

Michael R. Perri
 Phillips McFall McCaffrey
 McVay and Murrah, P.C.
 Corporate Tower, 13th Floor
 101 North Robinson
 Oklahoma City, Oklahoma 73102
 Telephone: (405) 235-4100
 Facsimile: (405) 235-4133
 E-mail: mrperri@phillipsmcfall.com

-and-

Robert J. Campbell, Jr.
Phillips McFall McCaffrey
McVay and Murrah, P.C.
Corporate Tower, 13th Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133
E-mail: rjcampbell@phillipsmcfall.com

-and-

Wendy P. Higgins
Phillips McFall McCaffrey
McVay and Murrah, P.C.
Corporate Tower, 13th Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133
E-mail: wphiggins@phillipsmcfall.com

are hereby admitted to practice pro hac vice as counsel for plaintiffs James M. Burke and Bradley L. Grow in the above-captioned matter in the United States District Court for the Southern District of New York.

IT IS FURTHER ORDERED that all attorneys appearing before this Court are subject to the Local Rules of this Court, including the rules governing discipline of attorneys.

IT IS FURTHER ORDERED that the aforementioned Counsel shall immediately apply for an Electronic Case Filing system password and forward the pro hac vice fee to the Clerk of the Court.

, U.S.D.J.